

Court File No. 11-3144 PJS/FLN

UNITED STATES DISTRICT COURT, DISTRICT OF MINNESOTA

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Service Lighting, Inc.,

Plaintiff,

vs.

BuyLites, Inc. LLC, and  
Glass Surface Systems, Inc.,  
Defendants.

ANSWER

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Comes now the Defendants ("Defendants") and for their joint Answer to the Complaint of Plaintiff, hereby answer and allege as follows:

Except as hereinafter admitted, denied or qualified, Defendants do not have information sufficient to admit or deny each and every allegation contained in the Amended Complaint, and holds Plaintiff to its strictest burden of proof.

1. Defendants admit the allegations in Paragraphs 1, 3, 5, 14, 17, 25, 29 and 32.
2. Defendants deny the allegations in Paragraphs 8, 15, 39, 40, 41, 42, 46, 47, 48, 49, 52, 54 and 56.
3. With regard to paragraph 2, Defendants admit Buylites is an Ohio limited liability company organized in February of 2011, with its principal place of business in Ohio, but the entity no longer engages in substantial business.
4. With regard to paragraph 4, Defendants admit that GSS and Buylites share common ownership, but deny any other formal or legal relationship, whether as parent, sister or otherwise.
5. With regard to paragraph 7, Defendants admit those portions that assert jurisdiction related allegations with regard to Buylites, but deny the same with regard to Glass Surface Systems. Defendants deny all other allegations set forth therein.

6. With regard to paragraphs 17 and 29, the documents referenced therein, if authenticated, speak for themselves.
7. With regard to paragraph 38, Defendants admit that there was no licensing agreement between the parties, but deny all other allegations and implications asserted therein.
8. No responsive pleading is required for Paragraphs 6, 43, 50, 55, or the same reflect allegations of law and not fact, but to the extent a response is necessary, the same are denied.
9. Defendants deny allegations and implications of each and every reference by Plaintiff in its Complaint to "Defendants" generally insofar as such references purport to include GSS in alleged wrongdoing by Buylites.

#### **AFFIRMATIVE DEFENSES**

1. Plaintiffs' Complaint fails to state a claim against these answering defendants upon which relief can be granted.
2. Plaintiff's Complaint fails for their failure to name an indispensable party who engaged, or may have engaged in the specific acts of alleged fraud as purported agents of Pentagon.
3. Plaintiffs' Complaint is barred by the doctrines of estoppel, contributory fault and waiver.
4. Plaintiff's Complaint is barred by the doctrine of unclean hands.
5. Plaintiffs' claims are barred by Plaintiff's failure to mitigate losses.
6. Plaintiffs' claims are subject to set-off.
7. Defendant reserves the right to assert further affirmative defenses as facts are revealed to implicate them.

WHEREFORE, this Defendants request the following relief:

1. That Plaintiff takes nothing by its Complaint and that all claims and counts be dismissed with prejudice; and

2. An award of judgment for Defendants in the amount of their costs, disbursements and attorney fees incurred herein; and
4. For such other and further relief as the Court may deem just and equitable.

STEVEN J. LODGE, PLLC

Dated: May 9, 2012

s/Steven J. Lodge  
Steven J. Lodge, Esq. #0256146  
2006 1<sup>st</sup> Avenue N, Ste. 201  
Anoka, MN 55303  
(763) 427-9066  
(763) 447-3627 (fax)

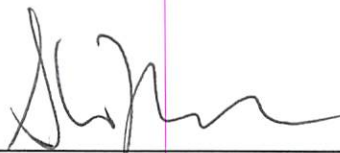
***Attorney for BuyLites, Inc., LLC  
and Glass Surface Systems, Inc.***

STATE OF MINNESOTA )  
 ) ss:  
COUNTY OF ANOKA )

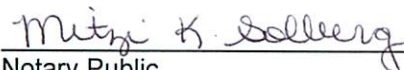
**AFFIDAVIT OF SERVICE**

**Steven J. Lodge**, being first duly sworn, deposes and says: I am over the age of eighteen years, and in the matter of Service Lighting, Inc. v. BuyLites, Inc., LLC and Glass Surface Systems, Inc., on **May 31, 2012**, I served Defendant's Joint Answer by mailing a copy of the same to the addressees set forth below, by depositing copies enclosed in prepaid envelopes, in an official depository under the exclusive care and custody of the United States Postal Service, in the City of Anoka, County of Anoka, State of Minnesota, addressed as follows:

Mark Steffenson, Esq.  
Henningson & Snoxell  
6900 Wedgewood Road Ste 200  
Maple Grove, MN 55311

  
\_\_\_\_\_  
Steven J. Lodge

Subscribed and sworn to before  
me this May 31, 2012.

  
\_\_\_\_\_  
Notary Public

